

**UNITED STATES DISTRICT COURT FOR THE
SOUTHERN DISTRICT OF NEW YORK**

FUJIFILM HOLDINGS CORP.,

Plaintiff,

- v. -

XEROX CORP.,

Defendant.

18-CV-05458 (JGK)(BCM)

**DECLARATION OF SAMEER ADVANI IN SUPPORT OF DEFENDANT'S
OPPOSITION TO PLAINTIFF'S MOTION FOR A PROTECTIVE ORDER**

I, Sameer Advani, declare and state that the following is true and correct:

1. I am a partner at Willkie Farr and Gallagher LLP ("Willkie"), and counsel for defendant Xerox Corporation. I submit this declaration in connection with Defendant's Opposition to Plaintiff's Motion for a Protective Order.

2. Attached hereto as Exhibit A is a true and correct copy of a letter from Shigetaka Komori to Jeff Jacobson, dated March 8, 2017, as produced by Xerox in this litigation. It bears the Bates Number XEROX_FHC_00079079.

3. Attached hereto as Exhibit B is a true and correct copy of email correspondence from Takashi Kawamura to Jeffrey Jacobson, dated December 28, 2017, as produced by Xerox in this litigation. It bears the Bates Numbers XEROX_FHC_00148710—
XEROX_FHC_00148715.

4. Attached hereto as Exhibit C is a true and correct copy of email correspondence from Jeffrey Jacobson to Robert Keegan, Ann Reese, Blair Effron, David Hess, and Sarah McConnell, dated May 22, 2017, as produced by Xerox in this litigation. It bears the Bates Numbers XEROX_FHC_00053944—XEROX_FHC_00053945.

5. Attached hereto as Exhibit D is a true and correct copy of email correspondence from David Hess to Takashi Kawamura, dated April 24, 2018, as produced by Fujifilm Holdings Corp. (“Fuji”) in this litigation. It bears the Bates Numbers FUJIFILM_SDNY00149557—FUJIFILM_SDNY00149563.

6. Attached hereto as Exhibit E is a true and correct copy of excerpts of Xerox’s Preliminary Proxy Statement, filed publicly with the Securities and Exchange Commission on or about April 10, 2018.

7. Attached hereto as Exhibit F is a true and correct copy of correspondence from Robert Keegan to Shigetaka Komori, dated January 25, 2019 and January 27, 2019, as produced by Xerox in this litigation. It bears the Bates Numbers XEROX_FHC_00286717—XEROX_FHC_00286723.

8. Attached hereto as Exhibit G is a true and correct copy of email correspondence from Takashi Kawamura to David Hess, dated January 24, 2018, as produced by Xerox in this litigation. It bears Bates Number XEROX_FHC_00071205-1.

9. Attached hereto as Exhibit H is a true and correct copy of correspondence from Jeffrey Jacobson to David Hess, dated January 19, 2018, as produced by Xerox in this litigation. It bears the Bates Numbers XEROX_FHC_00064554-1.

10. Attached hereto as Exhibit I is a true and correct copy of correspondence from Shigenobu Inenaga to Bill Osbourn dated, January 26, 2018, as produced by Xerox in this litigation. It bears the Bates Numbers XEROX_FHC_00155289—XEROX_FHC_00155292.

11. Attached hereto as Exhibit J is a true and correct copy of a presentation entitled: “FUJIFILM Holdings to own 50.1% of Xerox Corporation’s shares, and the combination of Fuji Xerox and Xerox Corporation,” dated January 31, 2018, as produced by Xerox in this litigation. It bears the Bates Numbers XEROX_FHC_00176349—XEROX_FHC_00176369.

12. Attached hereto as Exhibit K is a true and correct copy of email correspondence from Jeffrey Jacobson to Takashi Kawamura, dated January 22, 2018, as produced by Fuji in this litigation. It bears the Bates Numbers FUJIFILM_SDNY00104720—FUJIFILM_SDNY00104724.

13. Attached hereto as Exhibit L is a true and correct copy of email correspondence from Takashi Kawamura to Jeffrey Jacobson, dated February 1, 2018, as produced by Xerox in this litigation. It bears the Bates Numbers XEROX_FHC_00210410—XEROX_FHC_00210411.

14. Attached hereto as Exhibit M is a true and correct copy of email correspondence from Takashi Kawamura to Jeffrey Jacobson, dated January 28, 2018, as produced by Xerox in this litigation. It bears the Bates Numbers XEROX_FHC_00071775—XEROX_FHC_00071779.

15. Attached hereto as Exhibit N is a true and correct copy of email correspondence from Sarah Hlavinka to the Xerox board of directors, dated April 30, 2018, as produced by Xerox in this litigation. It bears the Bates Number XEROX_FHC_00192997—XEROX_FHC_00192999.

16. Attached hereto as Exhibit O is a true and correct copy of a news article published by the Wall Street Journal entitled: "Fujifilm Would Consider Giving Up on Xerox Deal, CEO Says," dated June 7, 2018.

17. Attached hereto as Exhibit P is a true and correct copy of a news article published by the Nikkei Asian Review entitled: "Fujifilm Concedes Difficulties in Pursing Xerox Acquisition," dated December 20, 2018.

18. Attached hereto as Exhibit Q is a true and correct copy of a news article published by Dow Jones Institutional entitled: "Fujifilm Says Xerox Will Suffer More If Partnership Broken," dated August 9, 2018.

19. Attached hereto as Exhibit R is a true and correct copy of a Fujifilm presentation entitled: "Outline of the Report by the Independent Committee and Future Measures," dated June 12, 2017 and accessed July 18, 2019.

20. Attached hereto as Exhibit S is a true and correct copy of a news article published by the Financial Times entitled: "Fujifilm's Kenji Sukeno: reinventing a brand," dated January 20, 2019.

21. Attached hereto as Exhibit T is a true and correct copy of a news article published by the Wall Street Journal entitled: "Fujifilm Says Losses From Accounting Scandal Bigger than First Thought; Six Members of Fuji Xerox Board Resign," dated June 12, 2017.

I declare under penalty of perjury pursuant to 28 U.S.C. § 1746 that the foregoing is true and correct.

Dated: July 18, 2019
New York, New York

/s/ Sameer Advani